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To: Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

I M 2000, Inc.

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ARTICLES OF INCORPORATION OF I M 2000, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

I

The name of the corporation shall be I M 2000, INC.

II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 7,500 shares. All such shares shall be of a single class, designated as common.

IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

Prepared by Philip w. Dann
Attorney at Law, Fla. Bar # 126786
540 Fourth Street North
St. Petersburg FL 33701
Phone (727) 822-5656

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V

The corporation elects to have preemptive rights.

VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

VIII

The bylaws of the corporation may be amended by majority vote of either the directors (if directors are in place) or the shareholders.

X

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of no directors as the corporation shall be managed by the shareholders who may, by a majority vote, elect to have the corporation managed by a board of directors consisting of at least three directors.

IX

The initial registered agent of the corporation is Philip W. Dann, 540 fourth Street North, st. Petersburg FL 33701. The street address of the corporation's initial registered office is the same as that of its initial registered agent.

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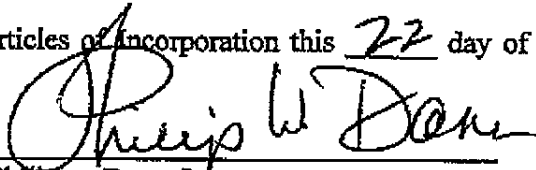
X

The principal place of business and mailing address of this corporation shall be the same as that of the initial registered agent.

XI

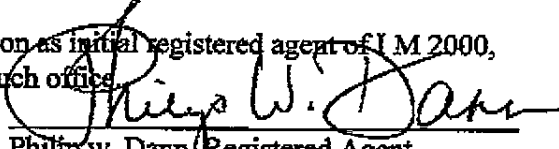
The name and address of the incorporator to these Article of Incorporation is the same as the initial registered agent.

The undersigned incorporator has executed these Articles of Incorporation this 22 day of December, 1998.


Philip w. Dann, Incorporator

Acceptance by Initial Registered Agent.

Philip W. Dann hereby accepts his designation as initial registered agent of IM 2000, Inc., and agrees to faithfully perform the duties of such office.


Philip w. Dann, Registered Agent
Dated: December 22, 1998.

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